



PERSIMMON PLC

ANNUAL GENERAL MEETING 2008 CIRCULAR

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, you should immediately consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other independent adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all or some of your ordinary shares in Persimmon Plc, you should immediately forward this document and the accompanying Proxy Form to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale of the transfer was effected, for transmission to the purchaser or transferee.



PERSIMMON PLC

(Incorporated and registered in England no: 1818486)

Registered Office:
Persimmon House
Fulford
York
YO19 4FE

25 March 2008

Directors:

John White (Group Chairman)
Mike Farley (Group Chief Executive)
Mike Killoran (Group Finance Director)
David Bryant (Group Development Director)
Hamish Leslie Melville (Non-executive Director)
David Thompson (Senior Independent Director)
Neil Davidson (Non-executive Director)
Nicholas Wrigley (Non-executive Director)
Richard Pennycook (Non-executive Director)

To the holders of Ordinary Shares

Dear Shareholder

Annual General Meeting 2008

You will find enclosed with this letter a notice convening the Annual General Meeting of the Company ('Notice of Meeting') to be held at 12 noon on Thursday 24 April 2008 in the Voltigeur Suite at York Racecourse, The Knavesmire, York. The ordinary resolutions 1 to 7 relate to the routine business of the Annual General Meeting. Resolutions 8 to 14 relate to special business. The resolutions are summarised and explained below.

Report and Accounts and declaration of dividend: Resolutions 1 and 2

Resolution 1 is to receive and consider the Directors' and Auditors' Reports and Financial Statements for the year ended 31 December 2007. Resolution 2 is to declare a final dividend of 32.7p, as recommended by the Directors. The dividend, if approved, will be payable on 25 April 2008 to shareholders on the Register at 7 March 2008.

A Dividend Reinvestment Plan ('DRIP') is available, which allows shareholders to increase their shareholding in an easy and convenient way. The DRIP is administered by the Company's registrars, Computershare Investor Services PLC. Details of how to register for the DRIP can be obtained from Computershare at their website www.computershare.com/investor/UK or by telephone on 0870 7030178.

Directors' Remuneration Report: Resolution 3

In accordance with the Directors' Remuneration Report Regulations 2002, shareholders are being asked to approve the Directors' Remuneration Report for the year ended 31 December 2007, which can be found on pages 42 to 47 of the Annual Report 2007.

Re-election of Directors: Resolutions 4, 5 and 6

Mike Killoran retires in accordance with the Articles of Association and is standing for re-election. Richard Pennycook who was appointed on 14 March 2008, retires and is seeking election having been appointed to the Board since the last Annual General Meeting.

Hamish Leslie Melville is standing for annual re-election in accordance with provision A.7.2 of the Combined Code on Corporate Governance 2006, as he has served on the Board in excess of nine years. The Directors' reasons for supporting Hamish Leslie Melville's re-election are set out in the Corporate Governance Report, which is on pages 48 and 49 of the Annual Report 2007.

Directors' biographies may be found on pages 36 and 37 of the Annual Report 2007.

Re-appointment of Auditors: Resolution 7

Resolution 7 is for the re-appointment of KPMG Audit Plc as auditors of the Company and to authorise the Directors to determine their remuneration.

Adoption of new Articles of Association and subsequent amendment: Resolutions 8 and 9

The Directors consider it would be beneficial for the Company to take advantage of changes introduced recently by the Companies Act 2006 and are proposing (in resolution 8) the adoption of new Articles of Association (the 'New Articles') at the Annual General Meeting. The Directors are proposing (in resolution 9) further revisions to the New Articles with effect from 1 October 2008 to cater for the new regime on directors' conflicts of interest set out in the Companies Act 2006 coming into force on that date (the 'October Amendments').

Explanatory notes on the principal changes to the Company's existing Articles of Association (the 'Current Articles') are set out in Part 1 of the Appendix to this letter. Other changes, which are of a minor, technical or clarificatory nature and also some more minor changes which reflect changes made by the Companies Act 2006 have not been noted in Part 1 of the Appendix.

A copy of the proposed New Articles and the proposed October Amendments showing the changes will be available at the Annual General Meeting from 15 minutes prior to the meeting until its conclusion, on the Company's website, at the Company's registered office or at our solicitor's (Mayer Brown International LLP) office shown in note 6 to the Notice of Meeting.

Due to the phased nature of implementation of the Companies Act 2006, it is likely that further changes to the Articles of Association will be proposed at a future Annual General Meeting.

Approval of amendments to SAYE Rules: Resolution 10

No options may be granted under the Persimmon Plc Savings Related Share Option Scheme 1998 ('SAYE Scheme') after 21 April 2008. The SAYE Scheme has made a valuable contribution towards the commitment of employees to the success of the Group through share ownership. The Directors consider it would be beneficial to the Company to continue to operate the SAYE Scheme and accordingly it is proposed that the rules be amended to allow options to continue to be granted under this scheme for a further ten years. The opportunity is also being taken to make certain other amendments to the rules to update them. Part 2 of the Appendix to this letter contains a summary of the proposed amendments, and an explanation of their effect.

Approval of amendments to the Company's Share Plans to allow the use of Treasury Shares: Resolution 11

The Company has several share plans with share options or awards outstanding. The Directors are proposing to amend the rules of these plans, where necessary, to allow the use of treasury shares to satisfy the exercise of options or vesting of awards. Part 3 of the Appendix to this letter contains a summary of the proposed amendments, and an explanation of their effect.

Authority for the Company to purchase its own shares: Resolution 12

In October 2007 the Directors decided to implement a limited share buyback programme, as they considered that the weakness in share prices of companies within the house building sector provided an attractive opportunity for the Company to purchase its own shares. Using the authority given at the 2007 Annual General Meeting, as at 14 March 2008 the Company had purchased 2,694,118 of its own ordinary shares of 10p each ('Ordinary Shares') at an average price of £8.86 each.

The Directors consider it would be beneficial for the Company to continue to have the power to purchase Ordinary Shares in certain circumstances. The current authority expires at the conclusion of the 2008 Annual General Meeting. If the authority were to be renewed and exercised, the Company would be able to purchase Ordinary Shares and either cancel them, (so reducing the total number of Ordinary Shares in issue) or hold them as treasury shares if the Ordinary Shares were purchased out of distributable profits, subject to certain limitations.

Treasury shares themselves may be cancelled, sold for cash or transferred for the purposes of employee share schemes. All rights attaching to Ordinary Shares, including voting rights and the right to receive dividends, are suspended while they are held in treasury.

Resolution 12, which will be proposed as a special resolution, authorises the Directors to purchase up to a maximum of 29,989,731 Ordinary Shares, being 10% of the issued share capital of the Company (excluding treasury shares) as at 14 March 2008 (being the latest practicable date prior to the posting of this letter).

The maximum price per Ordinary Share payable on the exercise of the authority shall not be more than the higher of either, 5% above the average middle market quotations for the Ordinary Shares as derived from the London Stock Exchange plc Daily Official List for the five business days prior to making any purchase or, the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out. The minimum price payable shall be an Ordinary Share's nominal value, being 10p. For this purpose, both the maximum and minimum prices permitted are to be paid exclusive of any expenses payable by the Company.

The authority will expire at the conclusion of the next Annual General Meeting. It is envisaged that the Directors will continue to seek renewal of the authority annually.

The Directors will only implement purchases of Ordinary Shares if, after careful consideration, they are satisfied that such purchases are in the best interests of the Company and its shareholders generally and would result in an increase in expected earnings per share. Furthermore, account will be taken of the overall financial implications for the Company.

As at 14 March 2008 there were a total of 3,979,635 options and awards outstanding, representing 1.3% of the issued share capital of the Company (excluding treasury shares) at that date. If the Directors were granted this authority to purchase Ordinary Shares and were to use it in full and subsequently cancel such shares, the outstanding options would represent 1.5% of the issued share capital of the Company (excluding treasury shares).

Authority to allot shares and disapply pre-emption rights: Resolutions 13 and 14

Resolution 13, which will be proposed as an ordinary resolution, renews the Directors' authority to allot shares up to an aggregate nominal amount of £6,240,856 representing approximately 20.8% of the issued share capital of the Company as at 14 March 2008 (excluding treasury shares). As at 14 March 2008 there were a total of 2,694,118 shares held in treasury, representing 0.9% of the issued share capital of the Company (excluding treasury shares). The Directors have no present intention of using the authority given to allot further shares.

Resolution 14, which will be proposed as a special resolution, renews the Directors' power to allot shares for cash for up to 5% of the nominal value of the issued share capital of the Company, being in aggregate a nominal amount of £1,512,957 as at 14 March 2008, without first offering such shares to existing shareholders. This authority will also include any sale of treasury shares. This special resolution also enables the Company, in the event of a rights issue or open offer, to overcome certain practical difficulties which may arise in connection with fractional entitlements, or in respect of overseas shareholders as a result of local laws and which prevent shares from being issued strictly pro rata.

These authorities shall expire at the conclusion of the Annual General Meeting held in 2009.

Recommendation and action to be taken

Enclosed with this letter is a Proxy Form for use at the Annual General Meeting.

Shareholders are urged to complete a Proxy Form and return it to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY so as to arrive no later than noon on 22 April 2008.

The return of a Proxy Form will not prevent a shareholder from attending the Annual General Meeting and voting in person if he is entitled to do so and so wishes.

The Directors consider that the above proposals are in the best interests of the Company and shareholders as a whole. The Directors recommend shareholders vote in favour of the resolutions set out in the Notice of Meeting, as they intend to do in respect of their own beneficial holdings, which as at 14 March 2008 amounted to 4,257,693 (1.4% of the issued share capital excluding treasury shares).

As at 14 March 2008 the issued share capital of the Company was 302,591,431 Ordinary Shares of which 2,694,118 Ordinary Shares are held in treasury. The total number of voting rights in the Company is therefore 299,897,313.

Yours faithfully

John White
Group Chairman

Appendix

Part 1

Explanatory notes on principal changes to the Company's Articles of Association

1. Articles which duplicate statutory provisions

Provisions in the Current Articles which already replicate provisions contained in the Companies Act 2006 are in the main to be amended to bring them into line with the language of the Companies Act 2006. Certain examples of such provisions include provisions as to the variation of class rights and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

2. Form of resolution

The Current Articles contain a provision that, where an ordinary resolution is required for any purpose, a special or extraordinary resolution is also effective. This provision is being amended to provide that a special resolution is effective for any purpose for which an ordinary resolution is required, as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

3. Variation of class rights

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Companies Act 2006. The relevant provisions have therefore been amended in the New Articles.

4. Convening general meetings

The provisions in the Current Articles dealing with the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular a general meeting (other than an annual general meeting) to consider a special resolution can be convened on 14 days' clear notice whereas previously 21 days' notice was required.

5. Votes of shareholders

The New Articles reflect new provisions under the Companies Act 2006:

- to enable proxies to vote on a show of hands as well as on poll, whereas under the Current Articles proxies are only entitled to vote on a poll;
- to provide that the appointment or termination of a proxy should be received not less than 48 hours before the meeting or, in the case of a poll taken more than 48 hours after the meeting, not less than 24 hours before the time for the taking of a poll, with non working days being permitted to be excluded for this purpose;
- to enable multiple proxies to be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder;
- to enable multiple corporate representatives to be appointed (but if they purport to exercise their rights in different ways, then the rights are treated as not being validly exercised); and
- that on a show of hands each shareholder whether present in person or represented by one or more proxies, or in the case of corporate shareholders represented by one or more authorised representatives, has in total, one vote.

6. Notice of Board Meetings

Under the Current Articles, it is not necessary to give notice of a meeting to any director absent from the United Kingdom. This provision has been removed, as modern communications mean that there may be no particular obstacle to giving notice to a director who is abroad, and replaced with a more general provision that notice of a meeting will be given to any director absent from the United Kingdom, if he supplies the Company with his contact details.

7. Age of directors on appointment

The Current Articles contain a provision limiting the age at which a director can be appointed to a rotation vacancy. Such provision could now contravene the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles.

8. Retirement by rotation

The Current Articles contain a provision governing the retirement of directors by rotation which requires directors to retire after three years. The New Articles retain this provision, but it has been redrafted to provide that at each Annual General Meeting one third of the directors must retire. This will ensure continuity and protect the Company from the instability that could arise should a large number of directors be appointed at the same time and all have to retire simultaneously.

9. Electronic and web communications

Provisions of the Companies Act 2006 which came into force in January 2007 enable companies to communicate with shareholders in electronic form and/or by website communications. The New Articles continue to allow communications to shareholders in electronic form and, in addition, the New Articles also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a shareholder by means of website communication, the relevant shareholder must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent.

Subject to the passing of Resolution 8 to adopt the New Articles, the Company will write to shareholders individually seeking their consent to receive communications electronically, including via the Company's website. The Company will notify the shareholder (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a shareholder can always request a paper copy of the document or information.

Appendix continued

10. Content of proxy

The New Articles provide that proxy forms shall allow for at least three-way voting (for, against and abstention). This is required under the Listing Rules and has been the Company's practice for several years.

11. Directors' indemnities and loans to fund expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. The New Articles reflect the wider scope and permit indemnification of directors who are trustees of occupational pension schemes.

12. Conflicts of Interest

The Companies Act 2006 sets out general duties of directors which largely codify the existing law but with some changes. Under the Companies Act 2006, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation.

The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The October Amendments, to be adopted with effect from 1 October 2008, give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. Only directors who have no interest in the matter being considered will be able to take the relevant decision. In taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose terms, limits or conditions as they think appropriate.

The proposed October Amendments also contain provisions allowing the board to impose terms, limits or conditions in respect of a director's conflict or potential conflict of interest, relating to confidential information, attendance and right to be counted in a quorum and vote at board meetings and availability of information and documents to protect a director from being in breach of duty, if a conflict of interest or potential conflict of interest arises.

13. General

The opportunity has been taken to bring clearer language into the New Articles.

Copies of both the proposed New Articles and the proposed October Amendments are available for inspection as indicated in note 6 to the Notice of Meeting. In the event of any discrepancy between this part of the Appendix and the proposed New Articles or proposed October Amendments, the proposed New Articles or proposed October Amendments (as applicable) shall prevail.

Part 2

Summary of proposed amendments to the Persimmon Plc Savings Related Share Option Scheme 1998

The following summarises the proposed amendments to the Persimmon Plc Savings Related Share Option Scheme 1998 (the 'SAYE Scheme') and explains their effects.

1. Extension of SAYE Scheme

Rule 5.3 currently states that no option may be granted under the SAYE Scheme more than ten years after the Adoption Date, which was 22 April 1998. This is to be amended to read twenty years rather than ten years, and accordingly options may be granted until 21 April 2018 (subject to the other provisions of the SAYE Scheme).

2. Use of treasury shares

In line with the amendments to certain of the Company's other share plans (see Part 3 of the Appendix) the SAYE Scheme is to be amended to allow the use of treasury shares for the satisfaction of options.

3. Limits on the grant of options

The aggregate limits on the number of new shares which may be put under option are to be amended in two ways. First, the amendments will ensure that any treasury shares transferred to employees pursuant to employee share plans adopted by the Company will be taken into account in the same way as newly issued shares for the purpose of the limits. Secondly, the aggregate limit of 5% of the Company's issued share capital in five years is to be removed. This limit was included in the SAYE Scheme when originally drafted in compliance with a recommendation of the guidelines issued by the Association of British Insurers. The currently applicable guidelines no longer contain this recommendation and accordingly this limit has been removed to reduce the administrative burden on the Company.

4. Alterations

The SAYE Scheme currently states that if any alteration is made at a time when the scheme is approved by HM Revenue and Customs ('HMRC'), that alteration shall not take effect until it has been approved by HMRC. The applicable legislation has now changed, and it now only requires alterations to 'key features' (as defined in the legislation) of the scheme to be approved by HMRC. It is proposed that the SAYE Scheme be amended to reflect this change.

5. Updating of statutory references

Approved savings related share option schemes are now governed by the provisions of the Income Tax (Earnings and Pensions) Act 2003, rather than the Income and Corporation Taxes Act 1988, and the SAYE Scheme is to be amended to update the statutory references in it.

The proposed amended text of the rules is available for inspection as indicated in note 7 to the Notice of Meeting. In the event of any discrepancy between this part of this Appendix and the amended rules, the amended rules shall prevail.

Part 3

Summary of proposed amendments to the Company's Share Plans to allow the use of Treasury Shares

Certain of the Company's share plans under which awards are still outstanding were drafted before the Company was entitled to hold shares in treasury. Of these plans, the Persimmon Plc Executive Share Option Scheme 1997, the Persimmon Plc Company Share Option Plan 1997 and the Persimmon Plc Long Term Incentive Plan (adopted in 1998) (together the 'Relevant Plans') require amendment to allow awards to be satisfied by treasury shares. The Savings Related Share Option Scheme 1998 also requires amendment, to allow awards to be satisfied by treasury shares but this is covered by Part 2 of this Appendix.

The proposed amendments to the Relevant Plans will allow the Company to use treasury shares to satisfy awards or options under those plans. In the case of the Long Term Incentive Plan, where the awards are all made by the trustee of the Company's employee benefit trust, the proposed amendments allow the Company to transfer treasury shares to the trustee to allow it to satisfy awards.

The guidelines issued by the Association of British Insurers recommend that any treasury shares used to satisfy awards under share plans should be taken into account in the anti-dilution limits on the number of new shares which may be used in those plans in the same way as newly issued shares. The Company does not propose to amend the limits in the Relevant Plans, as no new awards or options will be made under any of these plans. However, both the Persimmon Long Term Incentive Plan 2007, and the Savings Related Share Option Scheme 1998 (amended as proposed in Part 2 of this Appendix) would take into account any treasury shares used to satisfy options or awards granted under the Relevant Plans in the same way as newly issued shares.

In accordance with guidance issued by the Financial Services Authority, the Company is seeking shareholder approval for the amendments to the Relevant Plans described above.

The text of the rules of each of the Relevant Plans amended as proposed are available for inspection as indicated in note 7 to the Notice of Meeting. In the event of any discrepancy between this part of this Appendix and the amended rules, the amended rules shall prevail.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting of Persimmon Plc will be held in the Voltigeur Suite, York Racecourse, The Knavesmire, York, YO23 1EX on Thursday 24 April 2008 commencing at 12 noon for the following purposes:

Routine Business

- 1) To receive and consider the Directors' and Auditors' Reports and Financial Statements for the year ended 31 December 2007.
- 2) To declare a final dividend.
- 3) To approve the Directors' Remuneration Report for the year ended 31 December 2007.
- 4) To re-elect Michael Killoran as a Director as he retires and is offering himself for re-election.
- 5) To re-elect Hamish Leslie Melville as a Director as he retires and is offering himself for re-election.
- 6) To re-elect Richard Pennycook as a Director as he retires and is offering himself for re-election.
- 7) To re-appoint KPMG Audit Plc as auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.

Special Business

- 8) To pass the following as a Special Resolution:
That the draft Articles of Association produced to the meeting and initialled and marked 'A' by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association with effect from the conclusion of the meeting.
- 9) To pass the following as a Special Resolution:
That, subject to the passing of Special Resolution 8 above, and with effect from 1 October 2008 Articles 134 to 137 (inclusive) of the Articles of Association be deleted in their entirety and Article 134 as set out in the document produced to the meeting and marked 'B' by the Chairman for the purposes of identification be substituted therefore and the remaining Articles be re-numbered.
- 10) To pass the following as an Ordinary Resolution:
That the proposed amendments to the Persimmon Plc Savings Related Share Option Scheme 1998 as described in the circular to shareholders dated 25 March 2008 (the 'Circular') be approved and the Directors be authorised to do all things they consider necessary or desirable to effect those amendments.
- 11) To pass the following as an Ordinary Resolution:
That the proposed amendments to the Persimmon Plc Executive Share Option Scheme 1997, the Persimmon Plc Company Share Option Plan 1997 and the Persimmon Plc Long Term Incentive Plan to allow the use of treasury shares as described in the Circular be approved and the Directors be authorised to do all things they consider necessary or desirable to effect those amendments.
- 12) To pass the following as a Special Resolution:
That pursuant to the authorities contained in its Articles of Association the Company is granted general and unconditional authority to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 10p each in its capital ('Ordinary Shares') provided that:
 - (a) this authority shall be limited so that the number of Ordinary Shares which may be acquired pursuant to this authority does not exceed an aggregate of 29,989,731 Ordinary Shares and unless previously revoked, shall expire at the conclusion of the next Annual General Meeting to be held after the date of the passing of this resolution, (except in relation to the purchase of Ordinary Shares the contract for which was concluded before the date of the expiry of the authority and which would or might be completed wholly or partly after such date); and
 - (b) the maximum price which may be paid per Ordinary Share shall not be more than the higher of either, 5% above the average of the market value per Ordinary Share as derived from the London Stock Exchange plc Daily Official List for the five business days immediately preceding the date on which the purchase is made, or the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out and the minimum price which may be paid for an Ordinary Share shall not be less than 10p (the maximum and minimum prices being exclusive of expenses).

- 13) To pass the following as an Ordinary Resolution:
That the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ('the 1985 Act') to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the 1985 Act) up to an aggregate nominal amount of £6,240,856 to such persons and upon such conditions as the Directors may determine, such authority to expire on the conclusion of the Annual General Meeting to be held in 2009 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement, as if the authority conferred hereby had not expired.

This authority is in substitution for the authority conferred on the Directors pursuant to Section 80 of the 1985 Act on 19 April 2007.

- 14) To pass the following as a Special Resolution:
That, subject to the passing of Ordinary Resolution 13 above, the Directors of the Company are empowered pursuant to Section 95(1) of the Companies Act 1985 ('the 1985 Act') in substitution for any previous power conferred on the Directors pursuant to that section to allot equity securities pursuant to the authority conferred by Ordinary Resolution 13 above as if Section 89(1) of the 1985 Act did not apply to such allotment provided that this power shall be limited to:

(a) the allotment of equity securities in connection with a rights issue and so that for this purpose 'rights issue' means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory; and

(b) the allotment, otherwise than pursuant to the authority contained in sub-paragraph (a) above, of equity securities up to the aggregate nominal amount of £1,512,957

and the authority shall expire on the conclusion of the Annual General Meeting to be held in 2009, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

For the purposes of this Special Resolution, the expression 'equity securities' and references to the allotment of equity securities shall respectively have the meanings given to them in Section 94 of the 1985 Act and, to the extent the power conferred by this Special Resolution shall apply to a sale of shares which by virtue of Section 94(3A) of the 1985 Act is an allotment of equity securities, the words 'pursuant to the authority conferred by Ordinary Resolution 13 above' in the preamble shall be deemed to be omitted.

By order of the Board

Neil Francis
Group Company Secretary

Registered Office:
Persimmon House
Fulford
York YO19 4FE

25 March 2008

Notice of Annual General Meeting (continued)

Notes:

- 1) To attend and vote at the Annual General Meeting a shareholder must be entered on the relevant register of members (the 'Register') for certificated or uncertificated shares of the Company (as the case may be) by 6.00 pm on 22 April 2008 (the 'Specified Time'). Changes to entries on the Register after the Specified Time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting. If the Annual General Meeting is adjourned, the time by which a person must be entered on the Register in order to have the right to attend or vote at the adjourned meeting is 48 hours before the time fixed for the adjourned meeting or if the Company gives notice of the adjourned meeting, at the time specified in the notice.
- 2) Any shareholder of the Company who is entitled to attend, speak and vote at the meeting may appoint one or more proxies to attend, speak and vote on his behalf provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. To be valid, a Proxy Form (or electronic appointment of a proxy) must be completed and lodged with the Company's registrars not less than 48 hours before the time fixed for the Annual General Meeting. Completion and return of the Proxy Form will not prevent a shareholder from attending the meeting or any adjournment thereof and voting in person if he is entitled to do so and so wishes.
- 3) You may use the Proxy Form enclosed which should be returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. Alternatively you may appoint a proxy electronically. If you wish to submit your Proxy Form via the internet, you will need an internet enabled PC with Internet Explorer 4 or Netscape 4 or above. You will also need your shareholder reference number (SRN) and Personal Identification Number (PIN) which are printed on the Proxy Form to access the service.

To appoint a proxy via the internet you should logon to the registrar's website at www-uk.computershare.com/proxy. You will be asked to agree to the terms and conditions for electronic proxy appointment. It is important that you read these terms and conditions as they set out the basis on which proxy appointment via the internet shall take place.

CREST Members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed a voting service provider(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK and Ireland (EUI)'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST Members and, where applicable, their CREST sponsors or voting service provider(s) should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST Member concerned to take (or, if the CREST Member is a CREST Personal Member or Sponsored Member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST Members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 4) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that;
 - 4.1) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll these corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - 4.2) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - www.icsa.org.uk - for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in 4.1 above.

- 5) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him and the shareholder by whom he was nominated, have a right to be appointed (or have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

- 6) A copy of both the new Articles of Association proposed in resolution 8 and the amendments proposed with effect from 1 October 2008 in resolution 9 are available for inspection on the Company's website www.persimmonhomes.com. The documents are also available for inspection at the Company's registered office at Persimmon House, Fulford, York, YO19 4FE and at the office of Mayer Brown International LLP at 11 Pilgrim Street, London, EC4V 6RW during normal business hours on any weekday (weekends and English public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.
- 7) A copy of the rules of the Persimmon Plc Savings Related Share Option Scheme 1998, the Persimmon Plc Executive Share Option Scheme 1997, the Persimmon Plc Company Share Option Plan 1997 and the Persimmon Plc Long Term Incentive Plan amended as proposed will each be available for inspection at the Company's registered office at Persimmon House, Fulford, York, YO19 4FE and at the offices of Mayer Brown International LLP at 11 Pilgrim Street, London, EC4V 6RW during normal business hours on any weekday (weekends and English public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.
- 8) Copies of the terms of reference of the Nomination Committee, the Remuneration Committee and the Audit Committee are available on the Company's website www.persimmonhomes.com or on request in writing to the Company Secretary at the registered office of the Company. Copies of each of the terms of reference will be available on the day of the Annual General Meeting at the place of the meeting for at least 15 minutes prior to and during the Annual General Meeting.
- 9) Biographical details of the Directors offering themselves for re-election can be found on pages 36 and 37 of the Annual Report 2007.
- 10) Members attending the Annual General Meeting should be appropriately and smartly dressed.